REPUBLIC OF SINGAPORE
THE COMPANIES ACT (CAP 50)
COMPANIES (MODEL CONSTITUTIONS) REGULATIONS 2015

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF CONNECT AFRICA SOUTHEAST ASIA LIMITED.

LODGED WITH THE ACCOUNTING AND CORPORATE **REGULATORY** AUTHORITY OF SINGAPORE
THE COMPANIES ACT (CAP 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

CONSTITUTION

OF

CONNECT AFRICA SOUTHEAST ASIA LIMITED.

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1. The name of the company is **Connect Africa Southeast Asia Limited**.

2. The registered office of the Company will initially be situated at 63 Chulia Street, #15-01, Singapore, 049514 or any other address which the Board may designate from time to time.

3. The liability of the Members is limited.

4. Each Member of the company undertakes to contribute to the assets of the company in the event of it being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the company contracted before he or she ceases to be a Member, and the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding Singapore Dollars One ($1).

5. The number of Members with which the company is applying to be registered is one (1) but the Board may from time to time register an increase of Members.

6. The person whose names and occupations are set out in this Constitution, are desirous of being formed into a company in pursuance of this Constitution.

INTERPRETATION

7.1 In this Constitution

"Act"	means the Companies Act (Cap. 50);
"Affiliate Member"	means an individual who is a member of an Organisation, Chamber of Commerce or Society, which is affiliated to the Company;
"Board"	means the governing body of the Company as constituted and referred to herein as the Board of Directors;
"Business Day"	means a day other than a Saturday, Sunday or any day defined as or gazetted as a public holiday under the Holidays Act (Cap. 126);
"Chairperson"	means the Chairperson of the Board;
"Corporate Member"	means a Member that is an incorporated entity, either in Singapore or another jurisdiction as evidenced by a Certificate of Incorporation;
"Company"	means Connect Africa Southeast Asia Limited., also referred to as "Connect Africa";
"Director"	means a director of the Company;
"General Meeting"	means a general meeting of the Company's Members;
"Individual Member"	means a Member who is not an Overseas, Corporate or Affiliate Member and who is: 1) resident in Singapore; 2) at least 18 years of age; and 3) an employee of a business or professional firm in Singapore or a student studying in Singapore;
"Member"	Means a member of the Company;
"Memberships"	Comprise the Individual, Overseas, Affiliate and Corporate Members;
"Overseas Member"	means a Member, who is not an Individual, Corporate or Affiliate Member and who is:. 1) Not resident in Singapore; 2) at least 18 years of age; and 3) an employee of a business or professional firm outside of Singapore or a student studying outside Singapore;

“Registrar"	has the same meaning as in section 4(1) of the Act;
“Seal”	means the common seal of the Company;
"Secretary of the Company"	means the Secretary of the Company appointed under the provisions in the Act;

7.2 In this Constitution

(a) Expressions referring to writing include, unless the contrary intention appears, references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; and

(b) Words or expressions contained in this Constitution must be interpreted in accordance with the provisions of the Interpretation Act (Cap.1), and of the Act in force as at the date at which this Constitution becomes binding on the Company.

OBJECTS

8. 1. The Company is established for the primary objects as follows:

(a) to represent and support the business interests and values of the Members;

(b) to facilitate business opportunities for the Members;

(c) to be a springboard for conducting business in Singapore and Africa and to help Members grow, promote and represent their businesses and business interests by providing:

i. representation and advocacy on behalf of Members with Government promotional and business bodies in Singapore and the Africa;

ii. access to networks, including affiliation with other appropriate bodies in Singapore and Africa, with the objective of expanding Member networks and increasing business opportunities through networking activities; and

iii. information and insight through learning from businesses, thought leaders and other Members;

(d) to collect, obtain, publish and disseminate statistics and other information relating to trade and all matters connected therewith, as may be of service or interest to the Members;

(e) to set up such committees and sub-committees as may be necessary to carry out specific tasks, events, activities and promote the interests of the Company;

(f) to promote closer links, communications and relationships with other African focused Chamber of Commerce or associated associations with a focus on Southeast Asia and Africa;

(g) To raise the awareness of trade and investment opportunities between Southeast Asia and Africa through its Members and associated marketing platform, Opportunite Africa.

2. For the purpose of carrying out the objects of the Company, it shall have power to:

(a) establish scholarships, trust funds and endowments for the Company, its Members and employees;

(b) employ full-time, part-time employees or interns, and/or agents and representatives as may be required to achieve the objectives of the Company;

(c) raise funds for the operational and development needs of the Company;

(d) regulate conditions of service of the employees, agents and representatives of the Company, including but not limited to schemes of service, salary scales, leave and discipline;

(e) provide facilities and resources to any individual and/or organisation as the Company considers desirable, excluding the following:

i. lending and advancing money;

ii. giving guarantees to any person or company and giving guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company;

iii. securing or undertaking in any way the repayment of money lent or advanced to or the liabilities incurred by any person or any company; and
iv. otherwise assist any person or company financially;

(f) fix, demand and receive reasonable charges (if any) as may be considered proper for the usage of room space or other facilities in any building or premises owned, managed, maintained or leased by the Company;

(g) constitute a Board as the governing body of the Company to manage and administer the Company and the Board may by resolution appoint a Committee or such other sub-committee as it thinks fit to assist and advise the Board in carrying out its functions and the exercise of its powers, a Committee appointed under this paragraph shall have, and mayexercise and discharge such powers, authorities, duties and functions as the Board may determine;

(h) provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required for the objects of the Company;

(i) take any gift of property, whether subject to any special trust or encumbrances or not, for any one or more of the objects of the Company;

(j) take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring and issuing receipts for, or otherwise acknowledging in whatever manner, contributions to the funds of the Company,

in the shape of donations, annual subscriptions or otherwise; and if deemed fit, to acknowledge major donors and contributors as sponsors of the Company;

(k) sell, manage, lease, mortgage, dispose of, improve, develop, exchange, turn to account or otherwise deal with all or any part of the property or interests of the Company for the purposes of the Company;

(m) invest and deal with the funds of the Company not immediately required for its objects, to purchase, subscribe for or otherwise acquire and hold in the name of the Company such property, investments and securities (including shares, stocks, debenture stocks, bonds and obligations issued or guaranteed by any company) as may reasonably be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(n) appoint any agent or agents for the collection and recovery of any monies receivable by the Company in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers;

(o) secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) of the Company;

(p) print, publish and/or circulate any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;

(q) remunerate by way of commission or otherwise any person, corporation or relevant authority whether in Singapore or elsewhere, for services rendered or to be rendered to the Company in particular in or about the formation or promotion thereof or the conduct of the activities thereof;

(r) draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;

(s) borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit and the Company may undertake any permanent trading activities for the sole purpose of raising funds for the objects of the Company;

(t) make any charitable donation either in cash or assets for the furtherance of 'the objects of the Company;

(u) establish and support any charitable association or body and to subscribe for charitable purposes calculated to further the objects of the Company;

(v) insure and arrange insurance cover for, and to indemnify its employees, officers, servants, voluntary workers and its Members from and against, all such risk incurred in the course of the performance of their duties as may be thought fit;

(w) amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects similar to those of the Company (the "Institutions"). The payment of any dividend or profit and the distribution of the assets of the Institutions and the Company to the Members of these Institutions and the Company is prohibited.

(x) pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

(y) accept memberships and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and to accept surrender of leases of and manage all real estate (including leasehold) so received and not required to be capable of being occupied for the objects of the Company and generally to manage invest and expend all moneys belonging to the Company;

(z) to co-operate with any local or public authority or other body concerned to achieve the objects of the Company;

(aa) to enter into and carry out contracts and in particular to enter into agreements and engagements with its Members and other persons;

(ab) to charge fees for the provision of services, in connection with any of the objects of the Company; and

(ac) do all such things as may be necessary, incidental or conducive to the attainment of all or any its objects and powers.

MEMBERS

9. Save for the initial subscriber, who shall be the first Member of the Company, The Board shall be empowered to admit any person to Membership in accordance with the provisions of this Constitution.

10. Where any person desires to be admitted to the Membership, that person must first sign and deliver to the Company an application for admission in such form as the Board shall require.

11. No person shall be admitted as a Member of the Company other than a person:-

(i) who is at the time of admission in the opinion of the Board:

(a) a respected member of the community;

(b) a member of a respected charitable organisation, or business entity;

(c) a benefactor who has made a significant contribution(s) in service or donation in cash or in kind to the Company subject to the Board’s discretion; or

a member of the community who has made a significant contribution in business;and;

(d) a person who is in the opinion of the Board able to contribute to the Company.

12. The categories of Members are as follows:

(i) Individual Member;

(ii) Overseas Member;

(iii) Corporate Member; and

(iv) Affiliate Member.

Only Members who are Individual, Overseas and Corporate Members shall be entitled to vote at any General Meeting, and all references in these regulations in relation to a Member's right to vote shall be construed accordingly.

13. The privileges of a Member are not transferable and shall cease on his death or bankruptcy, and in the case of a corporate member, upon its liquidation, winding up or striking off.

14. Every Member shall be bound to further, to the best of his ability, the objects and interests of the Company.

15. Any Member who shall fail to observe any of the objects, rules and bye-laws of the Company may be excluded from the Company by resolution of a majority of at least three-quarters (3/4) of the Board present and voting at a special meeting of the Board, at which not less than three (3) Directors or two- thirds (2/3) of the Directors, whichever is lower, shall be present. Such Member shall have fourteen (14) clear days' notice sent to him of the meeting of the Board and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Board allows. A Member excluded from the Membership by such meeting may within seven (7) days next after notice of his exclusion, appeal against the decision of the Board to a special meeting of the Company which will thereupon be convened by the Board.

16. A majority of at least three-quarters (3/4) of the Directors present and voting at such last mentioned special meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

17. A Member so excluded shall cease to be a Member of the Company.

18. Any Member may resign from his Membership by giving to the Secretary of the Company one month's notice in writing to that effect;

19. Any Member that fails to pay their annual Member fees will be deemed to have relinquished their subscription.

GENERAL MEETINGS

20. The Company shall hold a General Meeting at least once a calendar year, as its annual General Meeting at such time and place as the Board may determine and two (2) weeks' notice shall be given to all Members, such notice to specify the meeting as such. The first annual General Meeting of the Company shall be held within eighteen (18) months of its incorporation. Every annual General Meeting thereafter shall not be held more than fifteen (15) months after the holding of the last preceding meeting.

21. All General Meetings, other than annual General Meetings, shall be called extraordinary General Meetings.

22. The Board may whenever it thinks fit convene an extraordinary General Meeting and such extraordinary General Meeting shall also be convened at the written request of at least one-quarter (1/4) of all the Members to the Secretary of the Board and such written request is to specify the business to be transacted.

23. Where it is proposed to pass a special resolution not less than twenty-one (21) days' notice and in other cases not less than fourteen (14) days' notice of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and inclusive of the day for which it is given), specifying the place, the day and the hour of the meeting, and the agenda for the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons as are under these presents entitled to receive such notice from the Company; but with the consent of all the Members entitled to receive notices thereof, in the case of meetings other than annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

24. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at the meeting or any resolution passed in that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business that is transacted at an extraordinary General Meeting shall be deemed special. All business that is transacted at an annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of Members to the Board in place of those retiring (if and when Members of the Board shall be subject to election) and the appointment of, and the fixing of the remuneration of the auditors and Directors.

26. No business shall be transacted at any General Meeting unless there is a quorum present when the General Meeting proceeds to business. A quorum shall only be formed when no less than one-quarter (1/4) of all Members must be present in person or proxy or if a corporate entity, represented by its duly appointed corporate representative are present at the General Meeting in question.

27. If within thirty (30) minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the request of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day of the following week at the same time and place or at such other place as the Board may decide. If at such adjourned meeting the number then present is insufficient to form a quorum, those present within half an hour from the time appointed shall be considered a quorum but they shall have no power to alter or amend the Constitution.

28. The Chairperson (if any) of the Board shall preside as Chairperson at every General Meeting but if there be no such Chairperson, or if at any meeting he shall not be present within thirty (30) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if no Director be present, or if all Directors present decline to take the chair, they shall elect one (1) of their number to preside.

29. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same

30. manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands in a consecutive manner, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least three (3) Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing at least ten percent (10%) of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

32. Subject to the provisions of Regulation 32, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

34. No poll shall be demanded on the election of a Chairperson of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

35. In the case of equality of votes, whether on a vote by show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

36. The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or want of qualification in any of the persons present or voting thereat.

37. Members may attend General Meetings by means of telephone conference or other methods of simultaneous communication by electronic, video, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. Members are required to give 1 Business Day's notice before the date of the General Meeting. The minutes of such a meeting signed by the Chairperson of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.

VOTES OF MEMBERS

38. Unless in a vote by poll, every Member shall have one (1) vote in a vote by hand.

39. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on the question at any General Meeting.

40. Votes whether by a vote by show of hands or on a poll may be given either personally or by proxy, attorney or representative. A proxy need not be a Member of the Company.

41. Subject to the laws of Singapore, a Member who is lacking mental capacity or whose person or estate is liable to be dealt with in any way may vote, whether on a show of hands or on a poll, by a person who properly has the management of the estate of the Member, and any such person may vote by proxy or attorney.

42. 1. No objection may be raised as to the qualification of any voter except at the General Meeting or the adjourned General Meeting at which the vote objected to is given or tendered.

2. Any objection made in due time must be referred to the chairperson of the meeting, whose decision is final and conclusive.

3. Every vote not disallowed at the General Meeting is valid for all purposes.

43. 1. The instrument appointing a proxy shall be in writing, in the common or usual form and,

(a) where the appointer is a corporation or a limited liability partnership, either under seal or under the hand of an officer or attorney duly authorised; or

(b) in any other case, under the hand of the appointer or his attorney of the appointer duly authorised in writing.

2. A proxy may but need not be a Member of the Company.

3. The instrument appointing a proxy is treated as conferring authority to demand or join in demanding a poll.

44. Where an opportunity of voting for or against a resolution is to be conferred on Members, the instrument appointing a proxy may be in the following form or such other form as the Board may approve:

> "I/We", [name(s), of [address(es), being a Member/Members* of the abovenamed company, appoint [name], of[address], or failing him/her", [name] of [address], as my/our" proxy to vote for me/us* on my/our* behalf at the [annual or extraordinary, as the case may be] General Meeting of the Company, to be held on [date], and at any adjournment of the meeting.
>
> Signed on [date].
>
> This form is to be used in favour of/against* the resolution.
> "Delete whichever is not applicable. [Unless otherwise instructed, the proxy may vote as he or she thinks fit.]"

45. The instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Company, or such other place in Singapore as is specified in the notice convening the meeting, not less than seventy-two (72) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than forty-eight (48) hours before the time appointed for the taking of the poll, and if in default, the instrument of proxy shall not be treated as valid.

46. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or lack of mental capacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, lack of mental capacity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

RESERVED MATTERS

47. Notwithstanding anything contrary in the Act, any of the following matters shall not take effect unless approved by a special resolution at a General Meeting:

(a) if a receiving order is made against the Company or it makes any arrangement or composition with its creditors;

(b) any resolution to wind up the Company, the filing of a petition for winding up of the Company or the making of any settlement with creditors generally or any application for an administration order or for the appointment of a receiver or an administrator in respect of the Company;

(c) any change in or re-organisation of the Company otherwise as provided in the regulations;

(d) any significant change in or re-organisation of the nature, scope or location (including moving any business currently conducted in Singapore outside of Singapore) of the Company's business (including the objects and powers as set out in the regulations);

(e) the entry into or termination by the Company of any material contract or any contract which is outside the ordinary course of business;

(f) the commencement or continuation of any litigation, where the estimated claim or damages to be claimed in such relevant matter is in excess of Singapore Dollars Five Hundred Thousand (S$500,000);

(g) a change of name of the Company;

(h) the setting of or change in any entrance fees applicable in the Company;

(i) any amendment to the Company's constitution;

(j) any other business or businesses that the Company may undertake; and

(k) rights of the Company to transfer or terminate its licence.

BOARD OF DIRECTORS

48. There shall be a governing body of the Company known as the Board of the Company.

49. Unless otherwise determined by the Company in General Meeting, the Board shall consist of not less than one (1) Member and not more than ten (10) Members

50. The first Directors shall be Pei Jing Phoon.

51. The first Director shall retire from office at the first annual General Meeting of the Company. Without prejudice to Regulation 58 below, at the annual General Meeting in every alternate year one-third (1/3) of the Directors for the time being, or, if their number is not divisible by three (3), then the number nearest to one-third (1/3) (rounded down to the nearest whole number) shall retire from office.

52. A retiring Director is eligible for re-election.

53. No person other than a Director retiring by rotation shall be appointed or reappointed as a Director unless:

(a) the person is recommended by the Board;

(b) not less than fourteen (14) nor more than thirty-five (35) clear days before the date appointed for the meeting, notice executed by a Member qualified to vote has been given to the Company of the intention to propose the person for appointment or reappointment stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of the Board together with a notice executed by the person of his willingness to be appointed or reappointed; and

(c) the person is not a staff or employee, whether paid or unpaid, of the Company.

54. Without prejudice to Regulation 58 below, the Directors who are to retire every alternate year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

55. The Company at the annual General Meeting at which a Director so retires may fill the vacated office by electing a person and in default, the retiring Director shall if offering himself for re-election be deemed to have been reappointed, unless at that annual General Meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-appointment of that Director is put to the meeting and lost.

56. Subject to Regulation 47 above, the Company may from time to time by ordinary resolution passed at General Meeting increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

57. The Company may by ordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as a Director.

58. The Board shall have the power to appoint and acknowledge any person who have made significant contributions in service or donation in cash or in kind to the Company as patrons or benefactors.

59. The Board may at any time by resolution remove any Director, if the Board is of the opinion that that Director is no longer fit to be a Director or is disqualified under Singapore’s laws to be a Director.

60. If there shall at any time be less than one (1) Directors, the existing Director shall continue to hold office until the appointment of new Directors in accordance with this Constitution.

POWERS OF THE BOARD

61. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they may think fit, and exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by any written law or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the written laws for the time being in force and affecting the Company, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be

prescribed by the Company in General Meetings, but no regulation made by the Company in General Meetings shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

62. In addition to the powers conferred on them by Regulation 59 hereof the Board shall have the power from time to time to make alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, provided that no such alteration or repeal of the bye-laws shall be effective until confirmed by the Members in a General Meeting.

63. The Board shall adopt such means as they deem sufficient to bring to the notice of the Members all such bye-laws alterations and repeals of all such bye-laws so long as they shall be enforced shall be binding upon all Members provided nevertheless that no bye-law shall be inconsistent with or shall affect or shall repeal anything contained in the Constitution of the Company and that any bye-law may be set aside by a special resolution of a General Meeting of the Company.

64. The Board may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that itmay afterwards be discovered that any Director had been informally elected or was not properly qualified. Provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership, filling up vacancies on the Board or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

65. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, a quorum of the Directors shall comprise no less than 4. A meeting of the Directors at which a quorum is present shall be competent to exercise all of the powers and discretions for the time being exercisable by the Board. A quorum must be maintained throughout the meeting. Unless otherwise provided in these regulations, questions arising at any meeting of the Directors shall be decided by a simple majority (50%) of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. If at the appointed time for the meeting a quorum is not present, the meeting shall adjourn for thirty (30) minutes and the Directors present at the adjourned meeting shall be deemed to constitute a quorum.

66. On the request of the Chairperson or at the Chairperson's authority, the Secretary shall summon a meeting of the Board by notice served upon the Directors electronically by email.

67. The Board shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Board at which the person shall be present, and may determine for what period the person is to hold office, but if no such Chairperson be elected or if at any meeting the Chairperson be not present within thirty (30) minutes after the time appointed for holding the meeting and willing to preside, the Board shall choose one (1) of their number to be Chairperson of the Meeting.

68. The Board may delegate any of the powers to committees consisting of such Directors as they may think fit and any committee so formed shall in the execution of the powers so delegated conform to any bye-laws imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any bye-law made by the Board as aforesaid.

69. All acts bona fide done by any meeting of the Board or of any committee of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be Director.

70. The Board shall cause proper minutes to be made of all appointments of officers to be engaged in the management of the Company's affairs made by the Board, the names of Directors present at all meetings of the Company and of the Board, and of proceedings of all meetings of the Company and of the Board and of committees of the Board and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

71. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one (1) of the Directors present at the meeting was at that place for the duration of the meeting.

72. Whenever a Director in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the Director shall disclose the nature of his interest before the discussion on the matter begins. The Director concerned shall not participate in the discussion or vote on the matter, and should also offer to withdraw from the meeting and the Board shall decide if this should be accepted. If this Director does vote on the matter, this Director's vote must not be counted.

73. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, jointly by any Director (on the one hand) and any of the Members to this Constitution. If the Members are no longer a member of the Company, or are no longer able to act as a signatory for any reason whatsoever, the Board shall determine by special resolution the person who may replace the Members as a joint signatory.

DISQUALIFICATION OF DIRECTORS

74. The office of a Director shall be vacated if that Director:

(a) dies;

(b) resigns his office by writing under his hand delivered to the Chairperson;

(c) becomes a mentally disordered person within the meaning of the Mental Disorders and Treatment Act (Cap. 176);

(d) is adjudicated bankrupt;

(e) has been convicted of an offence involving fraud or dishonesty; or

(f} is removed by the Board by a resolution duly passed as provided under Regulation 55

his seat shall become vacant, and the vacancy thereby created shall be deemed to be a casual vacancy.

75. Every casual vacancy in the office of an appointed Director of the Board shall, as soon as practicable, be filled by appointment of a Director in place of the vacating Director in accordance

with Regulation 54 as is appropriate PROVIDED THAT where the casual vacancy under Regulation 72, it shall not be necessary to convene a General Meeting to fill the vacancy, but such vacancy shall be filled by the Board; and the Director appointed to fill any casual vacancy shall hold office for only the residue of his predecessor's term of office but shall be eligible for re-appointment.

THE SEAL

76. The Secretary shall have custody of the Seal and the Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by the Board to use the Seal. Every instrument which the Seal is affixed must be signed by a Director and must be countersigned by the Secretary or by a second Director or by another person appointed by the Board for the purpose of countersigning the instrument to which the Seal is affixed.

ACCOUNTS

77. The Board shall cause proper books of accounts to be kept with respect to:

(a) all sums of money received and expended by the Company and matters in respect of which such receipts and expenditures take place;
(b) all sales and purchases of the movable and immovable properties of the Company; and
(c) the assets and liabilities of the Company.

NOTICES

78. A notice may be served by the Company to any Member either personally or by sending it through the post in a pre-paid letter, addressed to such Member at his registered address as appearing in the register of Members.

79. Any Member described in the register of Members by an address not within Singapore who shall from time to time give the Company an address within Singapore at which such notices may be served on him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within Singapore shall be entitled to receive notices from the Company.

80. Any notices if served by registered post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

81. The Company shall not be wound up, except with the consent of not less than three-fourths of the total Membership for the time being expressed either in person or by proxy at a General Meeting convened for the purpose, and by written approval by a majority of the Board after such special resolution has been passed.

82. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any moneys or property whatsoever, the same must not be paid or distributed among the Members of the Company, but must be given or transferred to a charity or institution of

a public character, as determined by the Members of the Company at or before the time of the dissolution having objects similar to those of the Company, and which is registered under the Charities Act (Cap. 37).

Dated this 8th day of February 2022.